



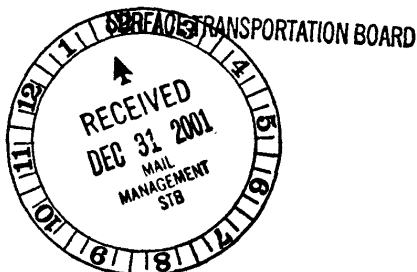
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RECORDATION NO. 22802-A FILED

JAN 03 '02

11-12 AM



December 28, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 24, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **AG PROCESSING INC, A COOPERATIVE**
12700 West Dodge Road, PO Box 2047, Omaha, NE. 68103-2047

A short summary of the document to appear in the index follows:


Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **AG PROCESSING INC.**, covering 83 hopper cars with reporting marks and numbers – CEFX 12566 – CEFX 13622, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #22802 dated 3/13/00 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator

Enclosure

RECORDATION NO. 22802-A FILED

MEMORANDUM OF RAILCAR LEASE

JAN 03 '02

11-12 AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24th day of September, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and AG PROCESSING INC A COOPERATIVE an Iowa corporation, with an address at 12700 West Dodge Road, P.O. Box 2047, Omaha, NE 68103-2047 (the "Lessee" and, together with the Lessor, the "Parties").

SURFACE TRANSPORTATION BOARD

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 20, 1999 covering certain equipment pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on March 13, 2000 as recordation number 22802.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *Richard M. Latin*
Name: RICHARD LATIN
Title: VICE PRESIDENT/LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

AG PROCESSING INC A COOPERATIVE

By: *Terry J. Yost*
Name: TERRY J. YOST
Title: Asst. Vice President Transportation

SCHEDULE A

Quantity

83 -

Equipment Description

5161 c.f. covered hopper cars with
gravity gates and trough hatches

Car Marks and Numbers

1	CEFX	12566	42	CEFX	12844
2	CEFX	12582	43	CEFX	13500
3	CEFX	12588	44	CEFX	13501
4	CEFX	12592	45	CEFX	13503
5	CEFX	12601	46	CEFX	13509
6	CEFX	12606	47	CEFX	13513
7	CEFX	12607	48	CEFX	13514
8	CEFX	12608	49	CEFX	13515
9	CEFX	12621	50	CEFX	13520
10	CEFX	12637	51	CEFX	13521
11	CEFX	12639	52	CEFX	13529
12	CEFX	12641	53	CEFX	13530
13	CEFX	12649	54	CEFX	13532
14	CEFX	12652	55	CEFX	13534
15	CEFX	12653	56	CEFX	13537
16	CEFX	12656	57	CEFX	13538
17	CEFX	12703	58	CEFX	13540
18	CEFX	12713	59	CEFX	13542
19	CEFX	12733	60	CEFX	13545
20	CEFX	12739	61	CEFX	13548
21	CEFX	12740	62	CEFX	13549
22	CEFX	12741	63	CEFX	13550
23	CEFX	12742	64	CEFX	13577
24	CEFX	12743	65	CEFX	13579
25	CEFX	12747	66	CEFX	13580
26	CEFX	12750	67	CEFX	13583
27	CEFX	12777	68	CEFX	13584
28	CEFX	12781	69	CEFX	13585
29	CEFX	12784	70	CEFX	13587
30	CEFX	12786	71	CEFX	13588
31	CEFX	12790	72	CEFX	13589
32	CEFX	12792	73	CEFX	13590
33	CEFX	12800	74	CEFX	13592
34	CEFX	12813	75	CEFX	13597
35	CEFX	12818	76	CEFX	13599
36	CEFX	12820	77	CEFX	13600
37	CEFX	12821	78	CEFX	13602
38	CEFX	12825	79	CEFX	13604
39	CEFX	12830	80	CEFX	13617
40	CEFX	12836	81	CEFX	13618
41	CEFX	12843	82	CEFX	13620
			83	CEFX	13622